

Louis Recher
Assistant General Attorney

RECORDATION NO. 6695 Filed 1425

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FEB 17 1982 -10 05 AM

INTERSTATE COMMERCE COMMISSION

 **Chessie System
Railroads**

FEB 17 1982 -10 05 AM

INTERSTATE COMMERCE COMMISSION

February 10, 1982

Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101
216 623 2462

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423

2-0482085

No.

FEB 17 1982

Date

File No. 2662

ICC Washington, D. C.

Re: Second Amendment to Conditional Sale Agreement;
Second Amendment to Lease

Dear Ms. Mergenovich:

Enclosed are executed counterparts Nos. 7, 8 and 9 (of 9) of Second Amendment dated as of September 1, 1981, among Bank of America, N.T. & S.A., Bank of America Plaza, San Francisco, California 94120 (Vendor), D. E. Mundell and Ben Maushardt, c/o United States Leasing International, Inc., 633 Battery Street, San Francisco, California 94111 (Purchaser), United States Leasing International, Inc., as Agent for the Purchaser, 633 Battery Street, San Francisco, California 94111 and The Chesapeake and Ohio Railway Company, P. O. Box 6419, Cleveland, Ohio 44101 (Guarantor).

The equipment covered by this Second Amendment consists of:

11 cabooses, bearing Guarantor's road numbers 3315 - 3325, inclusive, AAR
Mechanical Designation NE

The enclosed Second Amendment amends the Conditional Sale Agreement dated as of March 1, 1971, involving The Chessie Corporation and International Ramco, Inc. (Assignors of Vendor), Purchaser, Purchaser's Agent, Guarantor and Vendor, that was recorded in the office of the Secretary of the Interstate Commerce Commission on April 7, 1971, at 2:35 p.m., and assigned recordation number 6095. The Assignors' interests in the Conditional Sale Agreement were assigned to the Vendor by Agreement and Assignment dated as of March 1, 1971, that was recorded in the office of the Secretary of the ICC on May 17, 1971, at 12:40 p.m., and assigned recordation number 6095-D. The First Amendment to the Conditional Sale Agreement, dated as of May 1, 1971, was recorded in the office of the Secretary of the ICC on May 17, 1971, at 12:40 p.m., and assigned recordation number 6095-B.

Also enclosed are executed counterparts Nos. 7, 8 and 9 (of 9) of Second Amendment dated as of September 1, 1981, between Bank of America, N.T. & S.A. (Lessor) and The Chesapeake and Ohio Railway Company (Lessee). The equipment covered by this Second Amendment also consists of:



The Chessie System Railroads, a unit of CSX Corporation, are the Chesapeake and Ohio Railway, Baltimore and Ohio Railroad, Western Maryland Railway and affiliated lines.

Interstate Commerce Commission

Washington, D.C. 20423

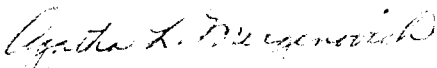
OFFICE OF THE SECRETARY

Louis Recher
Assistant General Attorney
Chessie System Railroads
Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/17/82 at 10:05AM, and assigned re-recording number(s). 6095-E, & 6095-F

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

FFB 17 1982 -10 05 AM

INTERSTATE COMMERCE COMMISSION

SECOND AMENDMENT

Dated as of September 1, 1981

Between

BANK OF AMERICA, N. T. & S. A., as Agent

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

SUPPLEMENTING

EQUIPMENT LEASE

Dated as of March 1, 1971

Involving

D. E. MUNDELL and BEN MAUSHARDT, Trustees under a
Trust Agreement dated as of March 1, 1971,

UNITED STATES LEASING INTERNATIONAL, INC.

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

SECOND AMENDMENT, dated as of September 1, 1981, between BANK OF AMERICA, N. T. & S. A., as Agent (hereinafter called the Agent) under Finance Agreement dated as of March 1, 1971, assignee of original lessor, and THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation (hereinafter called C&O).

W I T N E S S E T H :

WHEREAS, D. E. Mundell and Ben Maushardt, as Trustees and lessor, and United States Leasing International, Inc., a California corporation, as agent for lessor, entered into a certain Equipment Lease dated as of March 1, 1971 (hereinafter called the Lease), with C&O, as lessee, covering, among other items, 11 cupola type cabooses, as set forth in Schedule A-2 thereto (hereinafter called the Cabooses); and

WHEREAS, said lessor assigned its interest in the Lease to the Agent, as indicated to C&O in a certain Notice of Assignment of Rents dated as of July 1, 1971; and

WHEREAS, C&O now desires to effect a change of identifying road numbers of the 11 Cabooses, as permitted in Section 4.2 of the Lease and in compliance with the provisions thereof, and the Agent hereby consents thereto:

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

(1) Schedule A-2 to the Lease is hereby amended by changing the road numbers of the 11 Cabooses as follows:

<u>OLD NUMBERS (Series)</u>	<u>NEW NUMBERS (Series)</u>
3315 - 3325 (both inclusive)	903315 - 903325 (both inclusive)

(2) C&O at its expense will promptly cause this Second Amendment to be filed with the Interstate Commerce Commission.

(3) Except as amended and supplemented hereby, the Lease shall remain unaltered and in full force and effect.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused
this Second Amendment to be duly executed as of the date
first above written.

[Corporate Seal]

Attest:

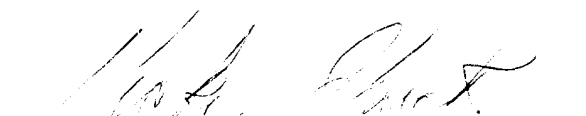
BANK OF AMERICA, N. T. & S. A.,
as Agent



(Title)

ASSISTANT SECRETARY

By



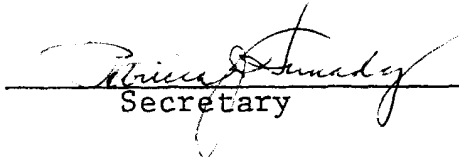
(Title)

TRUST OFFICER

[Corporate Seal]

Attest:

THE CHESAPEAKE AND OHIO RAILWAY COMPANY


Secretary

By


Assistant Vice President
and Treasurer

APPROVED AS TO FORM


ASSISTANT GENERAL ATTORNEY

STATE OF CALIFORNIA)
) SS
CITY AND COUNTY OF)
SAN FRANCISCO)

On this 1st day of February, 1982, before me personally appeared Vicki E. Smith, to me personally known who, being by me duly sworn, says that he is Trust Officer of BANK OF AMERICA, N. T. & S. A.; that one of the seals affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

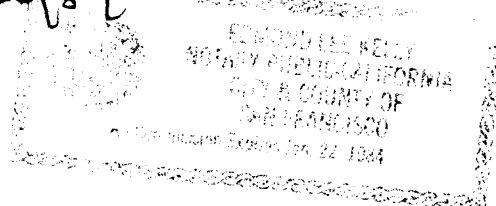
[Notarial Seal]

Edmund A. Kelly
Notary Public

My commission expires:

1/22/84

STATE OF OHIO)
) SS
COUNTY OF CUYAHOGA)



On this 4TH day of JANUARY, 1982, before me personally appeared L. C. ROIG, JR., to me personally known who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Clara Masuga
CLARA MASUGA
Notary Public
Cuyahoga County, Ohio
My Commission Expires
April 21, 1984

STATE OF CALIFORNIA
CITY AND COUNTY OF
SAN FRANCISCO

)
) SS
)
)

On this 1st day of February, 1982, before me personally appeared Vicki E. [unclear], to me personally known who, being by me duly sworn, says that he is Trust Officer of BANK OF AMERICA, N. T. & S. A.; that one of the seals affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

[Notarial Seal]

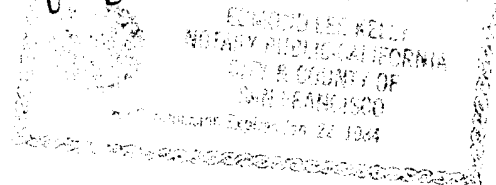
Edmund A. Kelly
Notary Public

My commission expires:

1/22/84

STATE OF OHIO
COUNTY OF CUYAHOGA

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On this 4TH day of JANUARY, 1982, before me personally appeared L. C. ROIG, JR., to me personally known who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Clara Masuga
CLARA MASUGA
Notary Public
Cuyahoga County, Ohio
My Commission Expires
April 21, 1984